

1228579

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



# FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 16

NOTICE OF SALE OF SECURITIES	
PURSUANT TO REGULATION D,	
SECTION 4(6), AND/OR	
UNIFORM LIMITED OFFERING EXEMPTIO	N

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering (check Series B Preferred Stock		ndment and name has chang	ed, and indicate chan	ge.)
Filing Under (Check box that apply):	and the second s	[] Rule 505 [X] Rule 506	[] Section 4(6)	[] UÉOÉ APR () 5. 2004
Type of Filing: [X] New F	iling [ ] Amendm	nent		APR 0 5 2004
en entre en		A. BASIC IDENTIFICATIO	N DATA	181/4
1. Enter the information i	equested about	the issuer	and the state of the	
Name of Issuer (check if InMat, Inc.	this is an amend	lment and name has changed	d, and indicate change	<del>)</del> .)
		id Street, City, State, Zip Cod 8844 908-874-7788	e) Telephone Numbe	r (Including Area Code)
		s (Number and Street, City, St	tate, Zip Code) Telepi	none Number
(Including Area Code) (if	different from Ex	recutive Offices)		
Brief Description of Busin	ness		de la companya de la	PROCESS
•	,	tain barrier coating products		APR 09 20
Type of Business Organ	ization	e village en de la	and the first of t	THOMSO
[X] corporation	[ ] limited	d partnership, already formed	[] other (pleas	se specify):
[] business trust	[] limited	d partnership, to be formed		
,			***************************************	
	en e i y use y		Annual Control of the	
	:	Month Year		
Actual or Estimated Date	e of Incorporation	or March 31, 2003	[ <b>X</b> ] Actual [ ]	Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D] [E]

### GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Apply:	[] Promoter	[ <b>X</b> ]	Beneficial Owner	[ <b>X</b> ]	Executive Officer	[ <b>X</b> ]	Director	[]	General and/or Managing Partner
Goldberg, Harris A.	4. Administrative of the contract the				The state of the s	rys renovos s	and the second s	energia (2.2)	war war a state of the state of
Full Name (Last nam		ual)							
3 Emil Court, Edison,									
Business or Residence	ce Address (Nu	ımbe	er and Street, C	ity, S	State, Zip Cod	e)			
Check Box(es) that	[] Promoter	[X]	Beneficial	[X]	Executive	[X]	Director	[]	General and/or
Apply:			Owner		Officer				Managing Partner
Feeney, Carrie A.									
Full Name (Last nam	e first, if individ	ual)	Manual and a Manual and a second annual property and a second and the Chapter.	energiaja zaronam i me	And the control of th	an perpendicular to pe	A come it gopionemeterority, representation of go	- Indiana In ma	The parameter parameter of the second of the
23 Kershaw Court, Br	idgewater, NJ	0880	7						
Business or Residence				ity, S	State, Zip Cod	e)	Control of the Contro		and the state of t
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Check Box(es) that	[] Promoter	[ <b>X</b> ]	Beneficial	[]	Executive	[X]	Director	[]	General and/or
Apply:	• • • • • •		Owner	.,	Officer				Managing Partner
Tamarelli, Alan W.									
Full Name (Last nam	e first, if individ	ual)	The second of th	Common Art K-1 1	The second section of				The second secon
49 Wexford Way, Bas			:0						
Business or Residence				itv. S	State, Zip Cod	e)	Action and a contract and the second		and the second s
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Apply:	[] ( (0))(0)	[, ,]	Owner	f 1	Officer	LJ	D11 00101	r 1	Managing Partner
Schmidt, John			OWITCI		Officer				Managing Cartio
Full Name (Last nam	a first if individ	ual)	. W. a. a. a. Adoption investment pay. We called				a con manager com		
11 Honey Lake Drive,		,	n						
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Check Box(es) that Apply: Seegopaul, Purnesh	[] Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam	e first, if individ	ual)	The second secon	<del></del>	A CONTRACTOR OF THE CONTRACTOR				7 X 20 20 20 20 20 20 20 20 20 20 20 20 20
c/o Pangaea Ventures			Avenue, Suite	1, Va	ncouver, B.C.	V6H	11C5		
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Check Box(es) that Apply: Wolters, Erik	[] Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam c/o DSM Venturing B	•	,	A11 TE Usania	- ТЬ	a Natharlanda		A-140 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -		
Business or Residen									
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Full Name (Last nam	e first, if individ	ual)	and an extension of the state o		Type of the state		and the second s		
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Business or Residen	ce Address (Nu	ımbe	er and Street, C	ity, S	State, Zip Cod	le)			
Check Box(es) that Apply: Pangaea Ventures Fu	[] Promoter		Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last nam							and and the second seco		
c/o Pangaea Ventures	Ltd., 1151 Wes	t 8th					11C5		
Business or Residen	ce Address (Nu	ımbe	er and Street, C	ity, S	State, Zip Cod	le)	Margin Park Cambridge (1977) - comm. comm. co. (1978) 1977 - C. C.	- 50-00-00-00-00-00-00-00-00-00-00-00-00-0	
Check Box(es) that Apply: NJTC Venture Fund	[] Promoter	[X]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last nam		ual)	- ALIA TONIA BANGO - CORES BANGO AND ARTON AND		Company of the State of the Sta				
1001 Briggs Road, Su			el, NJ 08054						
Business or Residen	ce Address (Nu	ımbe	er and Street, C	City, S	State, Zip Cod	le)		**************************************	Annually 200 Server 1 ( projection 2 ) 19 cm ( m) 15 Sept SEPPlanton Commission Co.
Check Box(es) that Apply: Gunton, Jim	[] Promoter	[]	Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last nam	•	,							
1001 Briggs Road, Su				S	State 7:5 Oc.	اما			
Business or Residen	ce Address (Ni	ımbe	er and Street, C	ity, s	state, Zip Cod	ie)			
Check Box(es) that Apply:	[] Promoter	[]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last nam	e first, if individ	ual)	Comment Primer and Comments of Primer and Comments of the Comm		manufacera who PPAs size is sensible and is sensible	TOTAL BOOMS	u presidente de la companya del la companya de la c		
Business or Residen	ce Address (Nu	ımbe	er and Street, C	City, S	State, Zip Cod	le)		3	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## **B. INFORMATION ABOUT OFFERING**

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<ol> <li>Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?</li> <li>Answer also in Appendix, Column 2, if filing under ULOE.</li> </ol>								s in	Yes	No [ <b>X</b> ]		
2. What is the minimum investment that will be accepted from any individual?										\$ N/A		
3. Doe	es the off	ering pe	rmit joint	ownersl	nip of a s	single un	it?				Yes [X]	No []
directly purcha an ass a state listed	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  None  Full Name (Last name first, if individual)											
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## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security Debt	Aggregate Offering Price \$	Amount Already Sold
	\$	\$
[] Common [X] Preferred (convertible)		
Partnership Interests	\$ <u>533,333.33</u> \$	\$ <u>533,333.33</u> \$
\	\$	\$ <b>533,333.33</b>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors	Number Investors 1 0 n/a	Aggregate Dollar Amount of Purchases \$ 533,333.33 \$ 0 n/a
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505	n/a	\$
Regulation A	n/a	\$n/a
Rule 504	n/a	\$ <u>n/a</u> \$ n/a
Total	n/a	\$ <u>n/a</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[X] §	0.00
Printing and Engraving Costs	[X] §	0.00
Legal Fees		12,500.00
Accounting Fees		0.00
Engineering Fees	[X] §	0.00
Sales Commissions (specify finders' fees separately)		0.00
Other Expenses (identify) State Filing Fees	ixi s	\$ 250.00
Total	[X] S	\$ 12,750.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 520,583.33

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers,	_
	Di ectors, & Affiliates	Others
Salaries and fees	[X] \$0.00 [	X]\$
Purchase of real estate	[X] § 0.00 [	X]\$
Purchase, rental or leasing and installation of machinery and equipment	[X] \$0.00 [	x]\$
Construction or leasing of plant buildings and facilities	[X]\$0.00[	X]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		X]\$0.00
Repayment of indebtedness		X ] \$ <u>72,500.00</u>
Working capital		<b>X</b> ] \$ <u>448,083.33</u>
Other (specify):		[ <b>X</b> ]\$0.00
Column Totals		[ <b>X</b> ] \$ <u>520,583.33</u>
Total Payments Listed (column totals added)	[X] \$ <u>520,583.33</u>	

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature Date	
InMat, Inc.	Harris a. Selly March	25,2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
	President	
Harris A. Goldberg		

## ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE					
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  provisions of such rule?	Yes	No			
provisions of such rule?	[ ]	[^]			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature , Date , ,
inMat, inc.	Harri G. Belly 3/25/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)
	President
Harris A. Goldberg	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

1.	2. Intend to sell to non-accredited investors in State (Part B-Item 1)  3. Type of security and aggregate offering price offered in state (Part C-Item 1)				. Type of ount purc (Part 0	5. Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No
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